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Counsel for National Instruments Corporation

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11
	:	
DELPHI CORPORATION, ET AL.	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**NOTICE OF APPEARANCE, REQUEST FOR ALL NOTICES,
AND DEMAND FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that the undersigned hereby appears on behalf of National Instruments Corporation ("National Instruments"), and hereby submits this notice of appearance in the above-captioned proceeding and requests notice of all hearings and conferences herein and makes a demand for service of all papers herein, including all papers and notices pursuant to Bankruptcy Rules 2002, 3017, 9007 and 9010 and §§ 342 and 1009(b) (if applicable) of the Bankruptcy Code. All notices given or required to be given in this case shall be given to and served upon the following counsel:

Berry D. Spears
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and

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PLEASE TAKE FURTHER NOTICE that the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules and sections of the Bankruptcy Code specified above, but also includes, without limitation, the schedules, statement of financial affairs, operating reports, any plan of reorganization or disclosure statement, any letter, application, motion, complaint, objection, claim, demand, hearing, petition, pleadings or request, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex or otherwise filed with or delivered to the Bankruptcy Clerk, Clerk, Court or Judge (as those terms are defined in Bankruptcy Rule 9001) in connection with and with regard to the above-referenced bankruptcy case and any proceedings related thereto.

PLEASE TAKE FURTHER NOTICE that National Instruments intends that neither this Notice of Appearance nor any later appearance, pleading, claim or suit shall waive (i) the right of National Instruments to have final orders in non-core matters entered only after *de novo* review by a District Judge; (ii) the right of National Instruments to trial by jury in any proceedings so triable in this case or any case, controversy or proceeding related to this case; (iii) the right of National Instruments to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, defenses, setoffs, or recoupments to which National Instruments is or may be entitled under

agreements, at law, in equity or otherwise, all of which rights, claims, actions, defenses, setoffs, and recoupments the undersigned expressly reserves on behalf of National Instruments.

DATED this the 9th day of November, 2005.

Respectfully submitted,

WINSTEAD SECHREST & MINICK P.C.

401 Congress Avenue, Suite 2100

Austin, Texas 78701

(512) 370-2800 (telephone)

(512) 370-2850 (facsimile)

By: /s/ R. Michael Farquhar

Berry D. Spears

Texas State Bar No. 18893300

R. Michael Farquhar

New York State Bar No. 4202826

SDNY # RF 6508

**ATTORNEYS FOR
NATIONAL INSTRUMENTS CORPORATION**

CERTIFICATE OF SERVICE

I hereby certify that on November 9, 2005, a true and correct copy of the foregoing Notice of Appearance was sent by United States first class mail to the parties listed below and to the parties on the attached Service List:

Debtors:

Delphi Corporation, et al.
5725 Delphi Drive
Troy, MI 48908-2815

Debtors' Counsel:

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Office of the U. S. Trustee:

Deirdre A. Martini
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Office of the United States Trustee
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Counsel to Creditors' Committee:

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/s/ R. Michael Farquhar
One of Counsel

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